

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2008Open to Public
Inspection**A For the 2008 calendar year, or tax year beginning and ending****B** Check if applicable

- ☐ Address change
☐ Name change
☐ Initial return
☐ Termination
☐ Amended return
☐ Application pending

Please use IRS label or print or type

See Specific Instructions

C Name of organization**GEORGE C MARSHALL RESEARCH FOUNDATION**

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

PO BOX 1600

Room/suite

City or town, state or country, and ZIP + 4

LEXINGTON, VA 24450**F Name and address of principal officer: BRIAN D SHAW****PO BOX 1600, LEXINGTON, VA 24450****D Employer identification number****54-6052427****E Telephone number****540.463.7103****G Gross receipts \$****2,847,501.****H(a) Is this a group return**

for affiliates?

☐ Yes ☒ No**H(b) Are all affiliates included?**☐ Yes ☐ No

If "No," attach a list (see instructions)

H(c) Group exemption number ▶**I Tax-exempt status** ☒ 501(c) (3) (insert no) ☐ 4947(a)(1) or ☐ 527**J Website: WWW.MARSHALLFOUNDATION.ORG****K Type of organization:** ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶**L Year of formation: 1953****M State of legal domicile: VA****Part I Summary**

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: THE GEORGE C. MARSHALL FOUNDATION CELEBRATES THE LEGACY OF GEORGE C. MARSHALL AND INSPIRES	
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets	
	3	Number of voting members of the governing body (Part VI, line 1a)	3 27
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 26 27
	5	Total number of employees (Part V, line 2a)	5 37
	6	Total number of volunteers (estimate if necessary)	6 0
	7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a 0.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b 0.	
Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 1,563,646. Current Year 1,781,399.
	9	Program service revenue (Part VIII, line 2g)	757,114. 546,322.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	261,763. <417,731.>
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	373,458. <342,462.>
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	2,955,981. 1,567,528.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	32,123. 27,105.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,424,346. 1,259,320.
	16a	Professional fundraising fees (Part IX, column (A), line 11)	
	16b	Total fundraising expenses (Part IX, column (A), line 25)	310,567.
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	1,244,253. 1,046,188.	
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	2,700,722. 2,332,613.	
19	Revenue less expenses. Subtract line 18 from line 12	255,259. <765,085.>	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Year 12,303,145. End of Year 8,350,431.
	21	Total liabilities (Part X, line 26)	1,277,843. 482,872.
	22	Net assets or fund balances. Subtract line 21 from line 20	11,025,302. 7,867,559.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature of officer

Date

BRIAN D SHAW, PRESIDENT

Type or print name and title

Paid Preparer's Use Only

Preparer's signature

Firm's name (or yours if self-employed), address, and ZIP + 4

GOODMAN & COMPANY
4510 COX ROAD, SUITE 200
GLEN ALLEN, VA 23060-3394Date **11/11/09**Check if self-employed ☐

Preparer's identifying number (see instructions)

EIN ▶

Phone no. ▶ **(804) 282-7636**

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

832001 12-18-08

LHA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2008)**SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION**

Part III Statement of Program Service Accomplishments (see instructions)

- 1 Briefly describe the organization's mission SEE SCHEDULE O FOR CONTINUATION
THE MISSION OF THE GEORGE C. MARSHALL FOUNDATION IS TO PROMOTE THE
VALUES OF
SELFLESS SERVICE, DEDICATED EFFORT AND STRENGTH OF CHARACTER
EXEMPLIFIED BY MARSHALL'S LIFE AND LEADERSHIP IN WAR AND PEACE AND TO
- 2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No
 If "Yes", describe these new services on Schedule O
- 3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No
 If "Yes", describe these changes on Schedule O
- 4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 385,438. including grants of \$) (Revenue \$ 798,507.)
LIBRARY AND ARCHIVES - THE ORGANIZATION MAINTAINS AN INTERNATIONALLY
RECOGNIZED RESEARCH LIBRARY AND ARCHIVES FOR STUDENTS, SCHOLARS, AND
INTERESTED INDIVIDUALS.

4b (Code:) (Expenses \$ 682,481. including grants of \$) (Revenue \$ 597,227.)
EDUCATION AND LEADERSHIP PROGRAMS - THE ORGANIZATION MAKES AVAILABLE A
"20TH CENTURY ROLE MODELS" EDUCATIONAL PROGRAM, CURRICULUM AND TEACHER
TRAINING FOR PUBLIC SCHOOLS, AS WELL AS SPONSORS VARIOUS LECTURES
FOCUSING ON GEORGE C. MARSHALL AND LEADERSHIP. THE ORGANIZATION ALSO
CONDUCTED LEADERSHIP PROGRAMS FOR TOP LEVEL GOVERNMENT SERVICE AND
SENIOR EXECUTIVE SERVICE EMPLOYEES.

4c (Code:) (Expenses \$ 270,617. including grants of \$ 27,105.) (Revenue \$ 395,000.)
RESEARCH AND SCHOLARSHIP - FUNDS THE PAPERS OF THE GEORGE CATLETT
MARSHALL PROJECT, NOW IN THE SIXTH OF SEVEN VOLUMES, IS THE
ORGANIZATION'S PRINCIPAL PUBLICATION PROJECT PROVIDING A SCHOLARLY
RESOURCE FOR HISTORIANS, STUDENTS AND OTHERS WHO STUDY THE LIFE AND
CAREER OF MARSHALL AND THE FIRST HALF OF THE 20TH CENTURY.

4d Other program services (Describe in Schedule O.)
 (Expenses \$ 314,307. including grants of \$) (Revenue \$ 57,992.)

4e Total program service expenses ► \$ 1,652,843. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	1 X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>	4	X
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>	5	
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	8 X	
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	X
10 Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	10 X	
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	11 X	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	12 X	
13 Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the U.S.?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i>	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>	16 X	
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>	17	X
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	18 X	
19 Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	19	X
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>	20	X
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	X
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22 X	
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	23 X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a	X
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>	27	X

Part IV Checklist of Required Schedules (continued)

	Yes	No
28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee.		
a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>		X
b Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable.	34	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.	37	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions).		X
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year.		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		X
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		X
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter: N/A		
a	Initiation fees and capital contributions included on Part VIII, line 12.		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter: N/A		
a	Gross income from members or shareholders.		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year: N/A		

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Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)**Section A. Governing Body and Management**

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

	Yes	No
1a Enter the number of voting members of the governing body	1a	27
b Enter the number of voting members that are independent	1b	26
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a material diversion of the organization's assets?	5	X
6 Does the organization have members or stockholders?	6	X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following.		
a The governing body?	8a	X
b Each committee with authority to act on behalf of the governing body?	8b	X
9a Does the organization have local chapters, branches, or affiliates?	9a	X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	9b	
10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990	10	X
11 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	11	X

Section B. Policies

	Yes	No
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	12a	X
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c	X
13 Does the organization have a written whistleblower policy?	13	X
14 Does the organization have a written document retention and destruction policy?	14	X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision.		
a The organization's CEO, Executive Director, or top management official?	15a	X
b Other officers or key employees of the organization? Describe the process in Schedule O. (see instructions)	15b	X
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **VA, NY**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☒ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **CAROL WHEELER - (540)463-7103**

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors
Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
DAVID M. ABSHIRE TRUSTEE		X						0.	0.	0.
JOHN B. ADAMS, JR. TRUSTEE, VICE CHAIRMAN	8.00	X		X				0.	0.	0.
RICHARD ARMITAGE TRUSTEE		X						0.	0.	0.
ANN L. BROWNSON TRUSTEE		X						0.	0.	0.
J. STEWART BRYAN TRUSTEE	2.00	X						0.	0.	0.
THOMAS G. SLATER, JR TRUSTEE, EX-OFFICIO		X						0.	0.	0.
ROBERT B. CHARLES TRUSTEE		X						0.	0.	0.
H. WILLIAM DEWEESE TRUSTEE, EX-OFFICIO		X						0.	0.	0.
CHARLES W. DYKE TRUSTEE	2.00	X						0.	0.	0.
ROBERT J. FITCH TRUSTEE, BOARD MEMBER AT	2.00	X		X				0.	0.	0.
EVA S. TEIG HARDY TRUSTEE, EX-OFFICIO		X						0.	0.	0.
THOMAS H. HENRIKSEN TRUSTEE		X						0.	0.	0.
FRANK W. JENKINS TRUSTEE		X						0.	0.	0.
JOHN P. JUMPER TRUSTEE		X						0.	0.	0.
JOHN M. KEANE TRUSTEE		X						0.	0.	0.
ROBERT H. LAMB TRUSTEE		X						0.	0.	0.
JACK N. MERRITT TRUSTEE, VICE CHAIRMAN	2.00	X		X				0.	0.	0.

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
EDWARD C. MEYER CHAIRMAN OF THE BOARD	2.00	X		X				0.	0.	0.
CAROL WHEELER BOARD SECRETARY	40.00	X		X				31,300.	0.	0.
L.F. PAYNE, JR. TRUSTEE		X						0.	0.	0.
J.H. BINFORD, PEAY, III TRUSTEE, EX-OFFICIO		X						0.	0.	0.
THOMAS R. PICKERING TRUSTEE	2.00	X						0.	0.	0.
JACK RUDIN TRUSTEE		X						0.	0.	0.
KENNETH P. RUSCIO TRUSTEE, EX-OFFICIO		X						0.	0.	0.
RICHARD F. TIMMONS TRUSTEE		X						0.	0.	0.
OLIN L. WETHINGTON TRUSTEE		X						0.	0.	0.
SAMUEL B. WITT, III TRUSTEE	2.00	X						0.	0.	0.
1b Total								279,944.	0.	16,869.

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization

1

- 3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
ANTHEM BLUE CROSS/BLUE SHIELD PO BOX 580494, CHARLOTTE, NC 28258	HEALTH INSURANCE	140,196.
HYATT REGENCY, CRYSTAL CITY, 2799 JEFFERSON DAVIS HIGHWAY, ARLINGTON, VA	HOTEL AND FOOD SERVICES/CATERING	132,045.

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization

2

SEE SCHEDULE J-2 FOR PART VII, SECTION A CONTINUATION

Form 990 (2008)

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c	133,750.				
	d Related organizations	1d					
	e Government grants (contributions)	1e	79,250.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,568,399.				
	g Noncash contributions included in lines 1a-1f \$		27,220.				
	h Total. Add lines 1a-1f			1781399.			
Program Service Revenue	2 a <u>CONTRACT REVENUE</u>	Business Code	900099	521,900.			521,900.
	b <u>MUSEUM ADMISSIONS</u>		900099	21,773.			21,773.
	c <u>LIBRARY & ARCHIVE SERV</u>		900099	2,649.			2,649.
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			546,322.			
	3 Investment income (including dividends, interest, and other similar amounts)			132,582.			132,582.
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
Other Revenue	6 a Gross Rents	(i) Real	(ii) Personal				
	b Less: rental expenses	425.					
	c Rental income or (loss)	425.					
	d Net rental income or (loss)			425.			425.
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	b Less: cost or other basis and sales expenses	534318.	538495.				
	c Gain or (loss)	<534,318.>	<15995.>				
	d Net gain or (loss)			<550,313.>			<550313.>
	8 a Gross income from fundraising events (not including \$ 133,750. of contributions reported on line 1c). See Part IV, line 18						
	b Less: direct expenses	a 20,650.	b 183479.				
	c Net income or (loss) from fundraising events			<162,829.>			<162829.>
	9 a Gross income from gaming activities. See Part IV, line 19						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances	a 34,219.					
	b Less: cost of goods sold	b 23,681.					
	c Net income or (loss) from sales of inventory			10,538.			10,538.
	Miscellaneous Revenue			Business Code			
	11 a <u>OTHER REVENUE</u>		900099	405.			405.
	b <u>CHANGE IN SPLIT INTERE</u>		900099	<191,001.>			<191001.>
c							
d All other revenue							
e Total. Add lines 11a-11d			<190,596.>				
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e				1567528.	0.	0.	<213871.>

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	27,105.	27,105.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	274,311.	39,568.	76,959.	157,784.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	985,009.	681,686.	149,393.	153,930.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	185,779.	160,727.	12,725.	12,327.
17 Travel	382,753.	285,856.	30,786.	66,111.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	93,335.	61,247.	16,475.	15,613.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	135,304.	115,794.	10,018.	9,492.
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a <u>CONSULTANTS, PROFESSION</u>	249,166.	190,581.	11,108.	47,477.
b <u>PRINTING, POSTAGE, SUPP</u>	131,181.	90,279.	9,590.	31,312.
c <u>INVESTMENT EXPENSE</u>	52,149.		52,149.	
d <u>AWARD DINNER EXP - RECO</u>	<183,479.>			<183,479.>
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	2,332,613.	1,652,843.	369,203.	310,567.
26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	192.	1	200.
	2 Savings and temporary cash investments	159,079.	2	590,667.
	3 Pledges and grants receivable, net	1,179,050.	3	1,058,580.
	4 Accounts receivable, net	235,764.	4	26,601.
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	48,134.	8	50,046.
	9 Prepaid expenses and deferred charges	51,675.	9	29,805.
	10a Land, buildings, and equipment - cost basis	10a 2,611,163.		
	b Less: accumulated depreciation. Complete Part VI of Schedule D	10b 1,504,573.	1,703,156.	10c 1,106,590.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11	8,926,095.	12	5,487,942.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	12,303,145.	16	8,350,431.	
Liabilities	17 Accounts payable and accrued expenses	365,266.	17	286,270.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	631,750.	23	167,745.
	24 Unsecured notes and loans payable		24	
	25 Other liabilities. Complete Part X of Schedule D	280,827.	25	28,857.
	26 Total liabilities. Add lines 17 through 25	1,277,843.	26	482,872.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	5,437,925.	27	1,633,368.
	28 Temporarily restricted net assets	1,182,315.	28	1,717,746.
	29 Permanently restricted net assets	4,405,062.	29	4,516,445.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	11,025,302.	33	7,867,559.
	34 Total liabilities and net assets/fund balances	12,303,145.	34	8,350,431.

Part XI Financial Statements and Reporting

	Yes	No
1 Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?	2a X	
b Were the organization's financial statements audited by an independent accountant?	2b X	
c If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	2c X	
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?	3a	X
b If "Yes," did the organization undergo the required audit or audits?	3b	

Department of the Treasury
Internal Revenue Service

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Part I	Reason for Public Charity Status (All organizations must complete this part) (see instructions)
---------------	---

The organization is not a private foundation because it is (Please check only **one** organization.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).** (Attach Schedule H)

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete the Part III)

10 ☐ An organization organized and operated exclusively to test for public safety See **section 509(a)(4).** (see instructions)

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box _____

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? _____

(ii) A family member of a person described in (i) above? _____

(iii) A 35% controlled entity of a person described in (i) or (ii) above? _____

h Provide the following information about the organizations the organization supports

[illegible]

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule A (Form 990 or 990-EZ) 2008

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	1,416,213.	1,232,874.	1,407,141.	1,563,646.		5,619,874.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 - 3	1,416,213.	1,232,874.	1,407,141.	1,563,646.		5,619,874.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1,764,483.
6 Public Support. Subtract line 5 from line 4						3,855,391.

Section B. Total Support

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	1,416,213.	1,232,874.	1,407,141.	1,563,646.		5,619,874.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	114,524.	119,118.	267,199.	164,740.		665,581.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)	48,576.	29,583.	730.	1,894.		80,783.
11 Total support. Add lines 7 through 10						6,366,238.
12 Gross receipts from related activities, etc. (see instructions)					12	1,929,060.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	60.56	%
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	77.68	%
16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>			
b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>			
17a 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>			
b 10% -facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>			
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>			

Schedule A (Form 990 or 990-EZ) 2008

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)**Section A. Public Support**

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 - 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)) ..	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g ..	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)) ..	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h ..	18	%

19a 33 1/3% support tests - 2008. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ▶ ☐

b 33 1/3% support tests - 2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ▶ ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

Schedule A (Form 990 or 990-EZ) 2008

Schedule D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No 1545-0047

2008
Open to Public
Inspection

Name of the organization

GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☒ Public exhibition
 b ☒ Scholarly research
 c ☒ Preservation for future generations

- d ☒ Loan or exchange programs
 e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☒ Yes ☐ No

Part IV Trust, Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

- c Beginning balance
 d Additions during the year
 e Distributions during the year
 f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	8926095.				
b Contributions					
c Investment earnings or losses	<2,795,413.>				
d Grants or scholarships					
e Other expenditures for facilities and programs	590,591.				
f Administrative expenses	52,149.				
g End of year balance	5487942.				

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ☐ %
 b Permanent endowment ☒ 100.00 %
 c Term endowment ☐ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
 (ii) related organizations

	Yes	No
3a(i)		X
3a(ii)		X
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land				
b Buildings		1,571,461.	747,450.	824,011.
c Leasehold improvements				
d Equipment		1,039,702.	757,123.	282,579.
e Other				
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c))				1,106,590.

Schedule D (Form 990) 2008

Part VIII	Investments - Program Related. See Form 990, Part X, line 13.
------------------	--

Total (Col (b) should equal Form 990, Part X, col (B) line 13.) ►**Total.** (Column (b) should equal Form 990, Part X, col (B) line 15.)

832053
12-23-08

Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	1,567,528.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	2,332,613.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	<765,085.>
4	Net unrealized gains (losses) on investments	4	<2,392,658.>
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	
9	Total adjustments (net). Add lines 4-8	9	<2,392,658.>
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	<3,157,743.>

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	40,032.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	<2,392,658.>
b	Donated services and use of facilities	2b	710,151.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	<52,149.>
e	Add lines 2a through 2d	2e	<1,734,656.>
3	Subtract line 2e from line 1	3	1,774,688.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	<207,160.>
c	Add lines 4a and 4b	4c	<207,160.>
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	1,567,528.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	3,197,775.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	710,151.
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	207,160.
e	Add lines 2a through 2d	2e	917,311.
3	Subtract line 2e from line 1	3	2,280,464.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	52,149.
c	Add lines 4a and 4b	4c	52,149.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	5	2,332,613.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b.

PART III, LINE 1A: COLLECTIONS: AS WITH MANY MUSEUMS AND LIBRARIES, THE

FOUNDATION'S COLLECTION OF DOCUMENTS, HISTORICAL DATA, PERSONAL PROPERTY,

AND BOOKS ARE NOT INCLUDED IN THE STATEMENTS OF FINANCIAL POSITION. THE

CURATOR OF MILITARY HISTORY AT THE SMITHSONIAN INSTITUTE APPRAISED THE

COLLECTION AT A VALUE OF APPROXIMATELY \$7 MILLION IN 1972. ACCESSIONS AND

DEACCESSIONS SINCE THAT TIME HAVE NOT BEEN APPRAISED.

PART III, LINE 4: THE GEORGE C. MARSHALL FOUNDATION'S MUSEUM, LIBRARY,

Part XIV Supplemental Information (continued)

AND ARCHIVES FURTHER THE EXEMPT PURPOSE OF THE ORGANIZATION TO EDUCATE THE GENERAL PUBLIC, STUDENTS, AND SCHOLARS ON THE CHANGING ROLE OF THE UNITED STATES DURING THE 20TH CENTURY IN MILITARY AND DIPLOMATIC AFFAIRS AS SEEN THROUGH THE LIFE AND EXAMPLE OF THE GENERAL OF THE ARMY, GEORGE C. MARSHALL.

THE MUSEUM, LIBRARY, AND ARCHIVES FULFILL ITS MISSION BY COLLECTING, INTERPRETING, EXHIBITING, EDUCATING, AND RESEARCHING THE IDEALS, VALUES AND MATERIAL OBJECTS ASSOCIATED WITH GENERAL MARSHALL AND HIS CONTEMPORARIES. TYPES OF OBJECTS INCLUDE ARTIFACTS, DOCUMENTS, AND PHOTOGRAPHS RELATING TO THE PERSONAL AND PROFESSIONAL LIFE OF GENERAL MARSHALL; MATERIALS RELATED TO THE MILITARY AND DIPLOMATIC CONTEMPORARIES OF GEORGE C. MARSHALL AS WELL AS THE UNITED STATES ARMED FORCES AND ARMED FORCES OF OTHER NATIONS, 1898-1959; MILITARY MEMORABILIA 1898-1959; AND EPHEMERA RELATING TO THE COLD WAR ERA, 1946-1990. IN TOTAL THE MUSEUM HOUSES A COLLECTION OF MORE THAN 2,400 MARSHALL-ERA ITEMS, INCLUDING THE NOBEL PRIZE FOR PEACE. THE MARSHALL LIBRARY AND ARCHIVES HOUSE MORE THAN TWO MILLION DOCUMENTS ON MILITARY AND DIPLOMATIC HISTORY, A GROWING ROSTER OF FULL-TEXT DIGITAL COLLECTIONS ON ITS WEB SITE, MORE THAN 2,800 MAPS FROM WWI AND WWII, A WORLD-CLASS COLLECTION OF PROPAGANDA POSTERS, MORE THAN 30,000 PHOTOGRAPHS FROM THE OFFICE OF WAR INFORMATION AND THE SIGNAL CORPS, AND MORE THAN 400 MOTION PICTURE REELS FROM WWII AND THE POST WAR PERIOD.

PART V, LINE 4: THE ORGANIZATION'S PERMANENT ENDOWMENT FUNDS ARE INTENDED TO SUPPORT THE ONGOING ACTIVITIES OF THE ORGANIZATION IN PERPETUITY INCLUDING THE LIBRARY AND ARCHIVES, SCHOLARSHIPS, EDUCATION AND PROGRAM SERVICES, AWARDS, AND OTHER ACTIVITIES. IN 2008, THE FOUNDATION RECEIVED A PERMANENTLY RESTRICTED GIFT OF \$100,000 TO ENDOW THE FRANCES

Part XIV Supplemental Information (continued)

MCNULTY LOGAN LEWIS LECTURE SERIES. THIS ENDOWMENT WILL PROVIDE SUPPORT
FOR LECTURES
BY INDIVIDUALS IN PUBLIC SERVICE OF RELEVANCE TO THE LEGACY OF GEORGE C.
MARSHALL. THE MILLER FUND PROVIDES SUPPORT FOR THE 20TH CENTURY ROLE
MODELS PROGRAM.

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, line 15, or line 16.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

Employer identification number

GEORGE C MARSHALL RESEARCH FOUNDATION

54-6052427

Part I	General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b
---------------	--

- 1 **For grantmakers.** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 **For grantmakers.** Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States.

3 Activities per Region. (Use Schedule F-1 (Form 990) if additional space is needed)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures in region
EUROPE	0	0	GRADUATE FELLOWSHIP GRANT FOR DOCTORAL/POSTDOCTORAL WORK IN 20TH CENTURY DIPLOMATIC/MILITARY HISTORY		4,000
EAST ASIA & THE PACIFIC	0	0	GRADUATE FELLOWSHIP GRANTS FOR DOCTORAL/POST-DOCTORAL WORK IN 20TH C DIPLOMATIC/MILITARY HISTORY		2,500
Totals					6,500

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2008

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16.

Use Schedule F-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
BARUCH FELLOWSHIP GRADUATE RESEARCH	EUROPE	2	4,000	CHECK	0		
BARUCH FELLOWSHIP GRADUATE RESEARCH	EAST ASIA & THE PACIFIC	1	2,500	CHECK	0		

Department of the Treasury
Internal Revenue Service

► **Attach to Form 990 or Form 990-EZ.** Must be completed by organizations that answer "Yes" to Form 990, Part IV, lines 17, 18, or 19, and by organizations that enter more than \$15,000 on Form 990-EZ, line 6a.

OMB No. 1545-0047

2008

Open To Public Inspection

Name of the organization

GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number
54-6052427

Part I	Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17	
---------------	--	--

- 1** Indicate whether the organization raised funds through any of the following activities. Check all that apply

- a ☐ Mail solicitations

- b** ☐ Email solicitations

- c** ☐ Phone solicitations

- d** ☐ In-person solicitations

- ☐ Solicitation of non-government grants

- ☐ Solicitation of government grants

- ☒ Special fundraising events

- 2 a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☐ Yes☒ No

- b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total						

Total

- 3** List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

VA, NY

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

	(a) Event #1 GOODPASTER AWARD DINNER (event type)	(b) Event #2 (event type)	(c) Other Events NONE (total number)	(d) Total Events (Add col (a) through col (c))
Revenue				
1 Gross receipts	154,400.			154,400.
2 Less: Charitable contributions	133,750.			133,750.
3 Gross revenue (line 1 minus line 2)	20,650.			20,650.
Direct Expenses				
4 Cash prizes				
5 Non-cash prizes	400.			400.
6 Rent/facility costs	55,722.			55,722.
7 Other direct expenses	127,357.			127,357.
8 Direct expense summary. Add lines 4 through 7 in column (d)				(183,479.)
9 Net income summary. Combine lines 3 and 8 in column (d)				<162,829.>

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

	(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col (a) through col. (c))
Revenue				
1 Gross revenue				
Direct Expenses				
2 Cash prizes				
3 Non-cash prizes				
4 Rent/facility costs				
5 Other direct expenses				
6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)				()
8 Net gaming income summary. Combine lines 1 and 7 in column (d)				

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities: _____		
a Is the organization licensed to operate gaming activities in each of these states?	9a	
b If "No," Explain: _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ..	10a	
b If "Yes," Explain: _____		
11 Does the organization operate gaming activities with nonmembers?	11	
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

13 Indicate the percentage of gaming activity operated in:

a The organization's facility

13a %

b An outside facility

13b %**14** Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ► _____

Address ► _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?**15a**

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____

c If "Yes," enter name and address:

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

☐ Director/officer☐ Employee☐ Independent contractor**17** Mandatory distributions.

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

17a

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the U.S.**

▶ **Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22.**
▶ **Attach to Form 990.**

OMB No 1545-0047

2008

**Open to Public
Inspection**

Name of the organization

GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number
54-6052427

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ **Yes** ☐ **No**

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000 Use Part IV and Schedule I-1 (Form 990) if additional space is needed ▶ ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

2 Enter total number of section 501(c)(3) and government organizations ▶

3 Enter total number of other organizations ▶

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) 2008

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
BARUCH SCHOLARSHIPS	5	17,500.	0.		
MARSHALL SCHOLARS	17	4,450.	0.		

Part IV

Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, PART I, LINE 2: THE ORGANIZATION'S GRANTS ARE AWARDED FOR SCHOLARLY RESEARCH. THERE ARE NO NON-CASH GRANTS. THE MARSHALL UNDERGRADUATE SCHOLAR GRANTS ARE \$250/STUDENT. THE BARUCH FELLOWSHIP GRANTS ARE GENERALLY IN THE \$2,000 - \$5,000 RANGE. THERE ARE NO NON-CASH GRANTS. MARSHALL UNDERGRADUATE SCHOLARS WORK UNDER THE DIRECTION OF A PROFESSOR AT THEIR HOME UNIVERSITY AND ATTEND TWO WORKSHOPS AT THE FOUNDATION. THEIR RESEARCH EFFORTS ARE ADVISED BY THE FOUNDATION PROGRAM DIRECTOR AND A FOUNDATION FACULTY ADVISOR.

BARUCH FELLOWSHIP AWARDEES ARE EXPECTED TO PRODUCE SOME TANGIBLE EVIDENCE

Part IV Supplemental Information

OF SCHOLARLY ACCOMPLISHMENTS WITHIN A YEAR OF RECEIVING THE GRANT.

RECIPIENTS MUST FURNISH AN ACCOUNTING OF HOW THE GRANT FUNDS WERE SPENT;

10% OF THE AWARD IS WITHHELD UNTIL THE FINAL PRODUCT IS COMPLETED.

THE ORGANIZATION RETAINS COPIES OF FINAL RESEARCH PAPERS FOR BOTH GRANT
PROGRAMS.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest
Compensated Employees

▶ Attach to Form 990. To be completed by organizations that
answered "Yes" to Form 990, Part IV, line 23.

OMB No 1545-0047

2008

Open to Public
Inspection

Name of the organization

GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990,
Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|---|
| <input type="checkbox"/> First-class or charter travel | <input checked="" type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision
of all of the expenses described above? If "No," complete Part III to explain.

	Yes	No
1b		X

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors,
trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

2	X	
----------	----------	--

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's
CEO/Executive Director. Check all that apply.

- | | |
|--|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

- a** Receive a severance payment or change of control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?

4a	X	
4b		X
4c		X

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation
contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes," to line 5a or 5b, describe in Part III.

5a		X
5b		X

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation
contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

6a		X
6b		X

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments
not described in lines 5 and 6? If "Yes," describe in Part III.

7		X
----------	--	----------

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the
initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III.

8		X
----------	--	----------

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2008

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
BRIAN SHAW	(i)	161,385.	0.	17,399.	0.	0.	178,784.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
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	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

PART I, LINE 1A: THE BOARD APPOINTED BRIAN SHAW, FORMER DIRECTOR OF
DEVELOPMENT, PRESIDENT IN JANUARY 2008. SINCE HE RESIDES IN RICHMOND, THE
BOARD DECIDED TO PROVIDE AN APARTMENT FOR HIM IN LEXINGTON, VA. THE RENT
AND COST OF UTILITIES ARE ADDED TO HIS ANNUAL COMPENSATION AS NON-MONETARY
INCOME AND ARE INCLUDED IN HIS W-2 WAGES

PART I, LINE 4A: WESLEY TAYLOR RESIGNED AS PRESIDENT EFFECTIVE JANUARY 2008.
HE RECEIVED \$50,000 IN SEVERANCE PAY.

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

Open to Public Inspection

54-6052427

Schedule J-2 (Form 990) 2008

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Attach to Form 990 or Form 990-EZ.
▶ To be completed by organizations that answered
"Yes" on Form 990, Part IV, lines 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, lines 38a or 40b.

OMB No 1545-0047

2008

Open To Public
Inspection

Name of the organization

GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958

▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

▶ \$

Part II Loans to and/or From Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
BB&T - PURCHASE O	X		682,500.	167,745.		X		X		X
Total				▶ \$ 167,745.						

Part III Grants or Assistance Benefiting Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of grant or type of assistance

Part IV Business Transactions Involving Interested Persons.

To be completed by organizations that answered "Yes" on Form 990, Part IV, lines 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule L (Form 990 or 990-EZ) 2008

SEE SCHEDULE O FOR SCHEDULE L CONTINUATIONS

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

NonCash Contributions

OMB No 1545-0047

2008

Open to Public
Inspection

► To be completed by organizations that answered
"Yes" on Form 990, Part IV, lines 29 or 30.

► Attach to Form 990.

Name of the organization

GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art - Works of art	X	1	3,823.	REVIEW OF CURRENT MARK
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	3	14,148.	SALE OF STOCK IN STOCK
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution (historic structures)				
14 Qualified conservation contribution (other)				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles	X	1	3,825.	SALE OF OBJECTS TO DEA
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (<u>HARDWARE AND</u>)	X	0	4,106.	RETAIL PRICES/ESTIMATE
26 Other ► (<u>BOOKS</u>)	X	0	709.	RETAIL PRICES/ESTIMATE
27 Other ► (<u>DONATED TRAVE</u>)	X	0	609.	RETAIL PRICES/ESTIMATE
28 Other ► ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions
for which the organization completed Form 8283, Part IV, Donee Acknowledgment

29 0

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for
at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for
the entire holding period?

b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash
contributions?

b If "Yes," describe in Part II.

33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked,
describe in Part II.

	Yes	No
30a		X
31		X
32a		X
33		

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) 2008

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

SCHEDULE M, PART I, COLUMN (B): IF ZERO, THERE WERE MULTIPLE
CONTRIBUTORS.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public
Inspection

Name of the organization

GEORGE C MARSHALL RESEARCH FOUNDATION

Employer identification number

54-6052427

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

NEW LEADERS. WITH ITS MUSEUM, LIBRARY, AND ARCHIVES, THE INDEPENDENT MARSHALL FOUNDATION IS THE PLACE WHERE THE VALUES THAT SHAPED AND MOTIVATED MARSHALL ARE KEPT ALIVE. THE FOUNDATION PERPETUATES MARSHALL'S LEADERSHIP QUALITIES AND EXEMPLARY CHARACTER THROUGH ITS EDUCATIONAL AND INTERNATIONAL PROGRAMS, WEB SITE, AND FACILITIES THAT OFFER A WIDE RANGE OF RESOURCES FOR USE BY THE GENERAL PUBLIC AND SCHOLARS.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

INSPIRE NEW GENERATIONS TO FOLLOW HIS EXAMPLE AS THEY FACE THE CHALLENGES OF THE FUTURE.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

MUSEUM AND MUSEUM SHOP - THE ORGANIZATION OPERATES THE GEORGE C. MARSHALL MUSEUM WHICH WAS OPEN TO THE PUBLIC 7 DAYS A WEEK THROUGHOUT 2008 AND RECEIVED MORE THAN 7,500 VISITORS INCLUDING SCHOOL GROUPS, VETERANS, ACTIVE DUTY PERSONNEL, NATIONAL AND INTERNATIONAL VISITORS INTERESTED IN WORLD WAR II, AND THE GENERAL PUBLIC. THE MUSEUM CARES FOR AND MAINTAINS A VALUABLE COLLECTION OF DOCUMENTS AND ARTIFACTS FROM GEORGE C. MARSHALL AND WORLD WARS I AND II.

EXPENSES \$ 236224. INCLUDING GRANTS OF \$ 0. REVENUE \$ 57992.

PUBLICATIONS

EXPENSES \$ 78083. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No 1545-0047

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Employer identification number

54-6052427

FORM 990, PART VI, SECTION A, LINE 10: THE 2008 FORM 990 WILL BE REVIEWED BY THE PRESIDENT OF THE FOUNDATION AND THEN BY THE FINANCE AND EXECUTIVE COMMITTEES OF THE BOARD OF TRUSTEES.

FORM 990, PART VI, SECTION B, LINE 12C: THE PRESIDENT'S EXECUTIVE ASSISTANT KEEPS A FILE OF ALL SUBMITTED CONFLICT OF INTEREST STATEMENTS AND CONTACTS TRUSTEES, OFFICERS, AND EMPLOYEES WHO DO NOT RESPOND IN A TIMELY MANNER. THE SECRETARY OF THE BOARD REVIEWS THE RESPONSE LIST PERIODICALLY AND ALSO REQUESTS REMINDER NOTICES, IF NECESSARY.

FORM 990, PART VI, SECTION B, LINE 15: THE BOARD DETERMINES OFFICER COMPENSATION.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION'S GOVERNING DOCUMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE ON THE ORGANIZATION'S WEBSITE. FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST.

SCHEDULE G, PART I, LINE 2B, COLUMN (V): THE FOUNDATION USED A PROFESSIONAL EVENT PLANNER TO ASSIST IN ORGANIZING THE GOODPASTER AWARD DINNER HELD IN DECEMBER 2008. THE EVENT PLANNER WAS NOT A CONSULTANT FOR FUNDRAISING ACTIVITIES.

SCHEDULE L, PART II, LOANS TO AND FROM INTERESTED PERSONS:

(A) NAME OF PERSON: BB&T

(A) PURPOSE OF LOAN: PURCHASE OF REAL ESTATE

- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II		Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)	
Type or print File by the extended due date for filing the return. See instructions	Name of Exempt Organization		Employer identification number
	GEORGE C MARSHALL RESEARCH FOUNDATION		54-6052427
	Number, street, and room or suite no. If a P.O. box, see instructions PO BOX 1600		For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LEXINGTON, VA 24450		

Check type of return to be filed (File a separate application for each return)

- ☒ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
- ☐ Form 990-BL ☐ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 8069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

CAROL WHEELER

- The books are in the care of ☒ P.O. BOX 1600 - LEXINGTON, VA 24450

Telephone No. ☒ (540) 463-7103FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3 month extension of time until NOVEMBER 15, 20095 For calendar year 2008, or other tax year beginning _____, and ending _____6 If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

**ADDITIONAL TIME IS NEEDED TO COMPILE INFORMATION FOR A
COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 8069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
8b If this application is for Form 990-PF, 990-T, 4720, or 8069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
8c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete, and that I am authorized to prepare this form.

Signature Carol Wheeler Title CFODate 8/12/09

Form 8868 (Rev. 4-2009)